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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549



FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY				
Prefix		Serial		
DATE RECEIVED				

	M LIMITED OFFERING EXEMP	ION
186 SECTOR		
	n amendment and name has changed, an LC-Tenant in Common Interests	d indicate change.)
Filing Under (Check box(es) that apply):	[] Rule 504 [] Rule 505 [X] Rule 50	6 [] Section 4(6) [] ULOE
Type of Filing: [] New Filing [X]	Amendment	
	A. BASIC IDENTIFICATION DATA	
1. Enter the information requested	about the issuer	
Name of Issuer (check if this is an amen Direct Invest – Braintree Park, L	dment and name has changed, and indicate chang ${ m LC}$	9.)
Address of Executive Offices (Number and Street, City, State, Zip Code) 1302 Concourse Drive, Suite 301	, Linthicum, Maryland 21090	Telephone Number (Incl. Area Code) (866) 678-1031
Address of Principal Business Oper (Number and Street, City, State, Zip Code) (If different from Executive Offices)	PROCESSE JAN 0 8 2008	Telephone Number (Incl. Area Code)
Brief Description of Business Real Estate Investment & Manag	THOMSON EINANCIAL	
Type of Business Organization		
[] corporation [] limited partnership, already formed	[X] other (please specify):
[] business trust [] limited partnership, to be formed	Limited Liability Company
Actual or Estimated Date of Incorpo Jurisdiction of Incorporation or Orga		rvice abbreviation for State;

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of,
 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

								*
Check Box(es) that Apply: []	Promoter [] Beneficial Owner	[x]	Executive Officer	[]	Director	[]	General and/or Managing Partner
Full Name (Last name first, if indiv	vidual)							
Business or Residence Addre 1302 Concourse Drive, Suit	•	•						
Check Box(es) that Apply: []	Promoter [) Beneficial Owner	[x]	Executive Officer	[]	Director	[]	General and/or Managing Partner
Full Name (Last name first, if indiv	vidual)							
Business or Residence Addre 1302 Concourse Drive, Suit	•		-	•				
Check Box(es) that Apply:[]	Promoter [] Beneficial Owner	[x]	Executive Officer	[]	Director	[]	General and/or Managing Partner
Full Name (Last name first, if indiv	ridual)							
Business or Residence Address 1302 Concourse Drive, Suit								
Check Box(es) that Apply: []	Promoter [] Beneficial Owner	[x]	Executive Officer	[]	Director	[]	General and/or Managing Partner
Full Name (Last name first, if indiv	ridual)							
Business or Residence Address 1302 Concourse Drive, Suit								

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B. INFORMATION ABOUT OFFERING	
Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?	
Answer also in Appendix, Column 2, if filing under ULOE.	
2. What is the minimum investment that will be accepted from any individual? \$	638,700
3. Does the offering permit joint ownership of a single unit? Ye [X	
4. Enter the information requested for each person who has been or will be paid or given, direct indirectly, any commission or similar remuneration for solicitation of purchasers in connection sales of securities in the offering. If a person to be listed is an associated person or agent of or dealer registered with the SEC and/or with a state or states, list the name of the broker or more than five (5) persons to be listed are associated persons of such a broker or dealer, you forth the information for that broker or dealer only.	n with a broker dealer. If
Full Name (Lest name first, if individual) Nobari, Kian	
Business or Residence Address (Number and Street, City, State, Zip Code) 441 Merritt Avenue, Suite 304, Oakland, CA 94610-5154	
Name of Associated Broker or Dealer Pacific West Securities	
[]IL []IN []IA []KS []KY []LA []ME []MD []MA []MI []MN []MS []	ID MO PA PR
Full Name (Last name first, if individual) Ftacek, Jeremy	
Business or Residence Address (Number and Street, City, State, Zip Code) 122 W. Madison Street, Ottawa, IL 61350	
Name of Associated Broker or Dealer Invest Financial	
[X]IL []IN []IA []KS []KY []LA []ME []MD []MA []MI []MN []MS []	ID MO PA PR

Full Name (Last name first, if individual) Waal, David
Business or Residence Address (Number and Street, City, State, Zip Code) 2950 Buskirk Avenue, Suite 300 Walnut Creek, CA 94597
Name of Associated Broker or Dealer Omni Brokerage
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual states) [] All States [] AL [] AK [] AZ [] AR [X] CA [] CO [] CT [] DE [] DC [] FL [] GA [] HI [] ID [] IL [] IN [] IA [] KS [] KY [] LA [] ME [] MD [] MA [] MI [] MN [] MS [] MO [] MT [] NE [] NV [] NH [] NJ [] NM [] NY [] NC [] ND [] OH [] OK [] OR [] PA [] RI [] SC [] SD [] TN [] TX [] UT [] VT [] VA [r] WA [] WV [] WI [] WY [] PR
Full Name (Last name first, if individual) Achurra, Robert
Business or Residence Address (Number and Street, City, State, Zip Code) 1575 Delucchi Lane, Suite 217, Reno, NV 89502
Name of Associated Broker or Dealer AIG Financial Advisor, Inc.
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual states) [] All States [] AL [] AK [] AZ [] AR [] CO [] CT [] DE [] DC [] FL [] GA [] HI [] ID [] IL [] IN [] IA [] KS [] KY [] LA [] ME [] MD [] MA [] MI [] MN [] MS [] MO [] MT [] NE [X] NV [] NH [] NJ [] NM [] NY [] NC [] ND [] OH [] OK [] OR [] PA [] RI [] SC [] SD [] TN [] TX [] UT [] VA [] WA [] WV [] WI [] WY [] PR
Full Name (Last name first, if individual) Deyoe, Jonathan
Business or Residence Address (Number and Street, City, State, Zip Code) 1400 Shattock Ave, Berkeley, CA 94709
Name of Associated Broker or Dealer Linsco Private Ledger
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual states) [] All States [] AL [] AK [] AZ [] AR [X] CA [] CO [] CT [] DE [] DC [] FL [] GA [] HI [] ID [] IL [] IN [] IA [] KS [] KY [] LA [] ME [] MD [] MA [] MI [] MN [] MS [] MO [] MT [] NE [] NV [] NH [] NJ [] NM [] NY [] NC [] ND [] OH [] OK [] PA [] RI [] SC [] SD [] TN [] TX [] UT [] VT [] VA [] WA [] WV [] WI [] WY [] PR

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Full Name (Last name first, if individual) Hart, David
Business or Residence Address (Number and Street, City, State, Zip Code) 79 Woodfin Place, Suite 201, Asheville, NC, 28801
Name of Associated Broker or Dealer Linsco Private Ledger
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual states) [] All States [] All States [] All States [] All States [] Interport of the control o
Full Name (Last name first, if individual) Graves, Dana
Business or Residence Address (Number and Street, City, State, Zip Code) 79 Woodfin Place, Suite 201, Asheville, NC, 28801
Name of Associated Broker or Dealer Linsco Private Ledger
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual states) [] All States [] IL [] IN [] IA [] KS [] KY [] LA [] ME [] MD [] MA [] MI [] MN [] MS [] MO [] MT [] NE [] NV [] NH [] NJ [] NM [] NY [X] NC[] ND [] OH [] OK [] OR [] PA [] RI [] SC [] SD [] TN [] TX [] UT [] VA [] WA [] WV [] WI [] WY [] PR
Full Name (Last name first, if individual) Deal, Roger
Business or Residence Address (Number and Street, City, State, Zip Code) 3154 18th Ave, Suite 7, Columbus, NE 68601
Name of Associated Broker or Dealer Royal Alliance Associates
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual states) [] All States [] All States [] All States [] All States [] IN

Full Name (Last name first, if individual) Barlow, Paul Business or Residence Address (Number and Street, City, State, Zip Code) 22861 Caminito Plumas, Laguna Hills, CA 92653 Name of Associated Broker or Dealer Linsco Private Ledger States in Which Person Listed Has Solicited or Intends to Solicit Purchasers [] All States (Check "All States" or check individual states) []AL []AK []AZ []AR [X]CA[]CO []CT []DE []DC []FL []GA []HI []ID []IL []IN []IA []KS []KY []LA []ME []MD []MA []MI []MN []MS []MO []MT []NE []NV []NH []NJ []NM []NY []NC []ND []OH []OK []OR []PA []RI []SC []SD []TN []TX []UT []VT []VA []WA []WV []WI []WY []PR Full Name (Last name first, if individual) Furlong, Tom Business or Residence Address (Number and Street, City, State, Zip Code) 462 S 4th Street, Ste 2500, Louisville, KY 40202 Name of Associated Broker or Dealer Linsco Private Ledger States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual states) [] All States []AL []AK []AZ []AR [X]CA[]CO []CT []DE []DC []FL []GA []HI []ID []IL []IN []IA []KS []KY {]LA []ME []MD []MA []MI []MN []MS {]MO []RI []SC []SD []TN []TX []UT []VT []VA []WA []WV []WI []WY []PR Full Name (Last name first, if individual) Hatch, Michael Business or Residence Address (Number and Street, City, State, Zip Code) 35 N. Lake Ave., Ste 600, Pasadena, Ca 91101 Name of Associated Broker or Dealer Linsco Private Ledger States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual states) [] All States []AL []AK []AZ []AR [X]CA[]CO []CT []DE []DC []FL []GA []HI []ID []IL []IN []IA []KS []KY []LA []ME []MD []MA []MI []MN []MS []MO []MT (]NE []NV []NH []NJ []NM []NY {]NC []ND []OH []OK []PA []RI []SC []SD []TN []TX []UT []VT []VA []WA []WV []WI []WY []PR

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Full Name (Last name first, if individual) Hayward, Ann		
Business or Residence Address (Number and Street, City, State, 31 Milk Street, Ste 901, Boston, MA 02109	Zip Code)	
Name of Associated Broker or Dealer Steven C. Falk & Associates		
States in Which Person Listed Has Solicited or Intends to Solicit II (Check "All States" or check individual states) []AL []AK []AZ []AR []CA []CO []CT []DE [] []IL []IN []IA []KS []KY []LA []ME [X]MD[]I []MT []NE []NV []NH []NJ []NM []NY []NC [] []RI []SC []SD []TN []TX []UT []VT []VA []	[] DC []FL []GA MA []MI []MN ND []OH []OK	N []MS []MO C []PA
C. OFFERING PRICE, NUMBER OF INVESTORS, EXPE	NSES AND USE (F PROCEEDS
1. Enter the aggregate offering price of securities included in this sold. Enter "0" if answer is "none" or "zero." If the transaction is and indicate in the columns below the amounts of the securities of exchanged.	an exchange offeri offered for exchang	ng, check this box [] e and already
Type of Security	Offering Price	
Debt	\$ \$	\$ \$
[] Common [] Preferred		
Convertible Securities (including warrants)	\$	\$
•	\$ \$ <u>21,935,000</u>	\$ <u>7,598,284.00</u>
	\$ 21,935,000	\$ <u>7,598,284.00</u>
Answer also in Appendix, Column 3, if fili		
2. Enter the number of accredited and non-accredited investors of offering and the aggregate dollar amounts of their purchases. Fo number of persons who have purchased securities and the aggrethe total lines. Enter "0" if answer is "none" or "zero."	r offerings under R	tule 504, indicate the
	Number of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	16	\$ <u>10,511,252.00</u>
Non-accredited Investors		
Total (for filings under Rule 504 only)		\$
Answer also in Appendix, Column 4, if fili	ing under ULOE.	
3. If this filing is for an offering under Rule 504 or 505, enter the i sold by the issuer, to date, in offerings of the types indicated, the of securities in this offering. Classify securities by type listed in P	twelve (12) months	s prior to the first sale
Type of Offering	Type of Security	Dollar Amount Sold
Rule 505		\$

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Rule 504		\$
Total		\$
4. a. Furnish a statement of all expenses in connecting this offering. Exclude amounts relating solely to or may be given as subject to future contingencies. If the estimate and check the box to the left of the estimate	ganization expenses of the e amount of an expenditu	e issuer. The information
Transfer Agent's Fees	,	[] \$
Printing and Engraving Costs		[] \$
Legal Fees		[] \$
Accounting Fees	***************************************	[] \$
Engineering Fees	***************************************	[] \$
Sales Commissions (specify finders' fees separately)	•••••	[x] \$ <u>1,535,450</u>
		[x] \$ <u>438,700</u>
Total		[x] \$ <u>1,974,150</u>
Question 4.a. This difference is the "adjusted gross parts of the purposes shown. If the amount for an check the box to the left of the estimate. The total of proceeds to the issuer set forth in response to Part C	oceeds to the issuer used y purpose is not known, fu the payments listed must	rnish an estimate and
	Payments to Officers, Directors, & Affiliates	
Salaries and fees	[X]\$ <u>1,709,145</u>	[X]\$ <u>841,939</u>
Purchase of real estate	[] \$	[X] \$ <u>15,970,275</u>
Purchase, rental or leasing and installation of machinery and equipment	[]\$	[]\$
Construction or leasing of plant buildings and facilities	[]\$	[]\$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer	• •	
pursuant to a merger)	[] \$	• •
Repayment of indebtedness	[] \$	[] \$
Working capital	[] \$	[]\$
Other (specify): Closing Costs	[] \$	[X]\$ 662,860
Reserves	[]\$	[X]\$ <u>776,631</u>
Column Totals	[]\$	[]\$
Column Totals	[X] \$ 1, <u>709,145</u>	[X]\$ <u>18,251,705</u>
Total Payments Listed (column totals added)	[x] \$ <u>19,</u> §	960,85 <u>0</u>

D.	FED	ER	AL.	SIG	NA	TU	RE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Direct Invest – Braintree Park, LLC	Signature C.C	Date 12 19 07
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Jeffrey Clary	Authorized Signatory	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

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 Is any party described in 17 CFR 230.262 presently subject to any of the 	Yes	No
1. Is any party described in 17 of it 200:202 presently subject to any of the		
Nonce Programme and Indiana and accept and a O	r 3	[v]
disqualification provisions of such rule?	[]	[A J
	- "	
See Appendix, Column 5, for state response.		
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E. STATE SIGNATURE

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Direct Invest – Braintree Park, LLC	Signature	Date 12/19/07
Name of Signer (Print or Type) Jeffrey Clary	Title of Signer (Print or Type Authorized Signatory)

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2 Intend to sell to non-accredited investors in State		3 Type of security and aggregate offering price offered in state	4 Type of Investor and amount purchased in State				5 Disqualification under State ULOE (if yes, attach explanation of walver granted)	
	(Part B-Item 1)		(Part C-Item 1)	(Part C-Item 2) NUMBER OF NUMBER OF			T	(Part E-Item 1)	
STATE	YES	NO		ACCREDITED INVESTORS	AMOUNT	NON- ACCREDITED INVESTORS	AMOUNT	YES	NO
AL									
AK		·							
AZ									
AR									
CA		x	Tenancy in Common Interest/ \$21,935,000.00	5	\$4,773,056.00	0	0		X
СО									
СТ									!
DE									
DC									
FL									
GA									
HI									
ID	·								
IL		х	Tenancy in Common Interest/ \$21,935,00.00	1	\$311,477.00	0	0		x
IN									
ΙΑ									
KS									
KY		х	Tenancy in Common Interest/ \$21,935,00.00	1	\$1,469,645	0	0		х
LA									
ME									
MD		X	Tenancy in Common Interest/ \$21,935,00.00	1	\$636,115.00	o	0		х
MA									
МІ									
MN									
MS									
МО							,		

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1	Intend to sell to non-accredited Investors in State		3 Type of security and aggregate offering price offered in state	4 Type of investor and amount purchased in State				5 Disqualification under State ULOE (If yes, attach explanation of waiver granted) (Part E-Item 1)	
STATE	(Part B	NO	(Part C-Item 1)	NUMBER OF ACCREDITED INVESTORS	(Part C-lt	NUMBER OF NON- ACCREDITED INVESTORS	AMOUNT	YES	NO NO
MT	123	110		HATESTONS	Allouiti	INVESTORS			
NE		X	Tenancy in Common Interest/ \$21,935,00.00	1	\$653,663.00	0	0		х
NV	_	Х	Tenancy in Common interest/ \$21,935,00.00	1	\$1,000,236.00	0	0		X
NH									
NJ		X	Tenancy in Common Interest/ \$21,935,00.00	1	\$500,118.00	0	0		X
NM									
NY		X	Tenancy in Common Interest/ \$21,935,00.00	1	\$500,118.00	0	0		Х
NC		X	Tenancy in Common Interest/ \$21,935,00.00	2	\$1,667,060.00	0	0		Х
ND									
ОН					_				
ок									
OR							····		
PA									
RI									
sc									
SD									
TN									
TX							<u></u>		
UT									·
VΤ									
VA		<u></u>					<u></u>		
WA									
WV									
WI						··			
WY									
PR					I	IN		<u> </u>	

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